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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 3, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of October 2, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 26224.

The names and addresses of the parties to the enclosed document are:

Lessor: The Cit Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, NY 10036

Lessee: Targa Midstream Services Limited Partnership  
1000 Louisiana Street, Suite 4700  
Houston, TX 77002

Mr. Vernon A. Williams  
October 3, 2006  
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A description of the railroad equipment covered by the enclosed document is:

91 pressure tank railcars within the following series: CPDX 100033 – CPDX 104068; and CPDX 196010 – CPDX 199063 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2<sup>nd</sup> day of October, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 1000 Louisiana Street, Suite 4700, Houston, TX 77002 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 27, 2005, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on February 28, 2006 as Recordation Number 26224.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and Schedule No. 05 thereto, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: BRODERICK L. LEIBER  
Title: VICE PRESIDENT



TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP

By: Targa Midstream GP LLC, its General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



RECORDATION NO. 26224-D FILED

OCT 03 '06 9-35 AM  
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

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KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 27, 2005, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on February 28, 2006 as Recordation Number 26224.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and Schedule No. 05 thereto, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

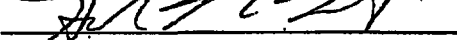
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP

By: Targa Midstream GP LLC, its General Partner

By:  \_\_\_\_\_  
Name: Howard M. Tate  
Title: Vice President - Finance

State of Texas     )  
                              )  
County of Harris    )

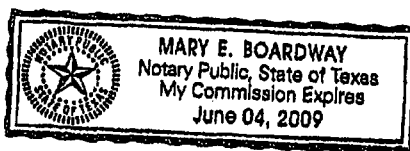
On this, the 2<sup>nd</sup> day of October, 2006, before me, a Notary Public in and for said County and State, personally appeared Howard M. Tate, the Vice President - Finance of Targa Midstream GP LLC who acknowledged himself/herself to be a duly authorized officer of said limited liability company, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Mary E. Boardway  
Notary Public

My Commission Expires: 06/04/09

Residing in: Houston, Texas



Schedule A

Quantity

Equipment Description

Reporting Marks and Numbers

91

33,600 gallon capacity  
pressure tank car,  
112J34OW

CPDX	196010	CPDX	101161
CPDX	196014	CPDX	101164
CPDX	196015	CPDX	101165
CPDX	196016	CPDX	101168
CPDX	197007	CPDX	101175
CPDX	197010	CPDX	101177
CPDX	199041	CPDX	101179
CPDX	199043	CPDX	101183
CPDX	199044	CPDX	101184
CPDX	199047	CPDX	101186
CPDX	199048	CPDX	101193
CPDX	199050	CPDX	101196
CPDX	199052	CPDX	101197
CPDX	199053	CPDX	101198
CPDX	199055	CPDX	101199
CPDX	199059	CPDX	101200
CPDX	199063	CPDX	101209
CPDX	100033	CPDX	101210
CPDX	100036	CPDX	101213
CPDX	100040	CPDX	101214
CPDX	100042	CPDX	101215
CPDX	100043	CPDX	101217
CPDX	100044	CPDX	101218
CPDX	100047	CPDX	102073
CPDX	100049	CPDX	102074
CPDX	100050	CPDX	102075
CPDX	100053	CPDX	102076
CPDX	100055	CPDX	102077
CPDX	100059	CPDX	102080
CPDX	101136	CPDX	104029
CPDX	101139	CPDX	104030
CPDX	101141	CPDX	104031
CPDX	101142	CPDX	104032
CPDX	101143	CPDX	104033
CPDX	101144	CPDX	104038
CPDX	101146	CPDX	104040
CPDX	101147	CPDX	104042
CPDX	101148	CPDX	104044
CPDX	101149	CPDX	104046
CPDX	101150	CPDX	104048
CPDX	101151	CPDX	104059
CPDX	101153	CPDX	104062
CPDX	101154	CPDX	104064
CPDX	101157	CPDX	104068
CPDX	101158		
CPDX	101159		
CPDX	101160		

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

10/3/06



\_\_\_\_\_  
Robert W. Alvord